

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>FS EQUITY PARTNERS III LP</u>  (Last) (First) (Middle) <u>C/O FREEMAN SPOGLI &amp; CO.</u> <u>11100 SANTA MONICA BLVD, SUITE 1900</u>  (Street) <u>LOS ANGELES CA 90025</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ASBURY AUTOMOTIVE GROUP INC [</u> <u>NYSE: ABG ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2007</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner  Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$.01 per share	05/15/2007		S		1,512,912	D	\$26.92 <sup>(1)</sup>	0	D <sup>(2)(3)</sup>	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
							Date Exercisable	Expiration Date					
					Code	V			Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>FS EQUITY PARTNERS III LP</u>  (Last) (First) (Middle) <u>C/O FREEMAN SPOGLI &amp; CO.</u> <u>11100 SANTA MONICA BLVD, SUITE 1900</u>  (Street) <u>LOS ANGELES CA 90025</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>FS CAPITAL PARTNERS LP</u>  (Last) (First) (Middle) <u>C/O FREEMAN SPOGLI &amp; CO.</u> <u>11100 SANTA MONICA BLVD., SUITE 1900</u>  (Street) <u>LOS ANGELES CA 20025</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>FS HOLDINGS INC</u>  (Last) (First) (Middle) <u>C/O FREEMAN SPOGLI &amp; CO.</u>

11100 SANTA MONICA BLVD., SUITE 1900		
(Street)		
LOS ANGELES	CA	20025
(City)		
(State)		
(Zip)		

Explanation of Responses:

1. The shares were sold in an underwritten offering to the public at a price of \$26.92 per share.
2. FS Equity Partners III, L.P., a Delaware limited partnership (the "Partnership"), sold these shares with other affiliates and affiliated funds of Freeman Spogli & Co. in the underwritten offering. FS Capital Partners, L.P., a Delaware limited partnership (the "General Partner"), is the sole general partner of the Partnership. FS Holdings, Inc., a California corporation ("Holdings Corp."), is the sole general partner of the General Partner. Each of the General Partner and Holdings Corp. disclaim beneficial ownership of the shares held by the Partnership, except to the extent of their pecuniary interest therein.
3. John M. Roth is a director of the Issuer. Mr. Roth is an officer, director and shareholder of Holdings Corp. Mr. Roth disclaims beneficial ownership of the shares held by the Partnership, except to the extent of his indirect pecuniary interests therein.

Remarks:

Lynne A. Burgess, Attorney-in-Fact

\*\* Signature of Reporting Person

05/16/2007

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.